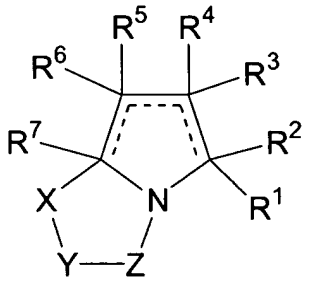
In the claims:

1. (Currently amended) A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;
u is 2, 3, 4 or 5;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

X is ~~selected from~~ $-CH_2$~~-, $-CH_2CH_2-$, $-SO_2-$ and $-C(=O)-$~~;

Y is ~~selected from:~~ O~~, $N(R^e)$, S, $C(=O)$, $CH(R^8)$, $N(R^e)C(=O)$ and $N(R^e)CH(R^8)$; or X and Y are combined to form $-C(R^8)=C(R^8)-$~~;

Z is ~~selected from:~~ $-C(=O)-$~~, $C(=S)$, SO_2 and $C(R^8)(R^9)$~~,

R^1 and R^5 are independently selected from:

1) aryl,
2) C_1-C_6 aralkyl,

3) C_3-C_8 cycloalkyl, and

4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2, R^3, R^4, R^6 and R^7 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10}; or

R^3 and R^4 attached to the same carbon atom are combined to form $-(CH_2)_u-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^a)C(O)-$, $-N(R^b)-$ and $-N(COR^a)-$;

~~R^8 and R^9 is independently selected from:~~

~~1) H,~~
~~2) $(C=O)_aO_bC_1$-C_{10} alkyl,~~
~~3) $(C=O)_aO_b$aryl,~~
~~4) C_2-C_{10} alkenyl,~~
~~5) C_2-C_{10} alkynyl,~~
~~6) $(C=O)_aO_b$-heterocyclyl,~~
~~7) CO_2H,~~
~~8) halo,~~
~~9) CN,~~
~~10) OH,~~
~~11) O_bC_1-C_6 perfluoroalkyl,~~

~~12) $O_a(C=O)_bNR^{12}R^{13}$,~~

~~13) $S(O)_mR^a$,~~

~~14) $S(O)_2NR^{12}R^{13}$,~~

~~15) CHO,~~

~~16) $(N=O)R^{12}R^{13}$, and~~

~~17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};~~

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,

3) $(C_0\text{-}C_6)$alkylene-$S(O)_mR^a$,

4) oxo,

5) OH,

6) halo,

7) CN,

8) $(C{=}O)_rO_s(C_2\text{-}C_{10})$alkenyl,

9) $(C{=}O)_rO_s(C_2\text{-}C_{10})$alkynyl,

10) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,

11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,

12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,

13) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,

14) $C(O)R^a$,

15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,

16) C(O)H,

17) $(C_0\text{-}C_6)$alkylene-CO_2H,

18) $C(O)N(R^b)_2$,

19) $S(O)_mR^a$,

20) $S(O)_2N(R^b)_2$ and

21) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,

2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,

3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,

4) $(C{=}O)O_b$aryl,

5) $(C{=}O)O_b$heterocyclyl,

6) $C_1\text{-}C_{10}$ alkyl,

7) aryl,

8) $C_2\text{-}C_{10}$ alkenyl,

9) $C_2\text{-}C_{10}$ alkynyl,

10) heterocyclyl,

11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{11};

R^{14} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R^{14};

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$, optionally substituted with one to three substituents selected from R^{14};

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{10}, or~~

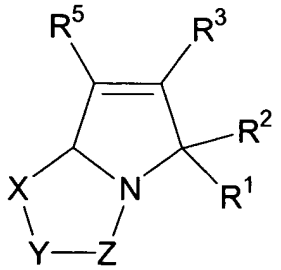
~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~

~~R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or~~

~~R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and~~

~~R^e is selected from: H and $(C_1\text{-}C_6)$alkyl~~.

2. (Currently amended) The compound according to Claim 1 of the Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

X is ~~selected from~~ $-CH_2-$ ~~and $-CH_2CH_2-$~~;

Y is ~~selected from: O, $N(R^e)$, S, $C(=O)$, $CH(R^8)$, $N(R^e)C(=O)$ and $N(R^e)CH(R^8)$~~;

Z is ~~selected from:~~ $-C(=O)-$, ~~$C(=S)$, SO_2 and $C(R^8)(R^9)$,~~

R^1 and R^5 are independently selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^3 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

~~R^8 and R^9 is independently selected from:~~

~~1) H,~~
~~2) $(C=O)_aO_bC_1$-C_{10} alkyl,~~
~~3) $(C=O)_aO_b$aryl,~~
~~4) $(C=O)_aO_b$ heterocyclyl,~~
~~5) CO_2H,~~
~~6) halo,~~
~~7) CN,~~
~~8) OH,~~
~~9) O_bC_1-C_6 perfluoroalkyl,~~
~~10) $O_a(C=O)_bNR^{12}R^{13}$, and~~
~~11) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

~~said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};~~

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,

15) CHO,

16) $(N=O)R^{12}R^{13}$,

17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and

18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,

2) $O_r(C_1$-$C_3)$perfluoroalkyl,

3) oxo,

4) OH,

5) halo,

6) CN,

7) $(C_2$-$C_{10})$alkenyl,

8) $(C_2$-$C_{10})$alkynyl,

9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,

10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,

11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,

12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,

14) $(C_0$-$C_6)$alkylene-CO_2R^a,

15) C(O)H,

16) $(C_0$-$C_6)$alkylene-CO_2H,

17) $C(O)N(R^b)_2$,

18) $S(O)_mR^a$,

19) $S(O)_2N(R^b)_2$, and

20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,

2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl,$(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$;

~~R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl; or~~

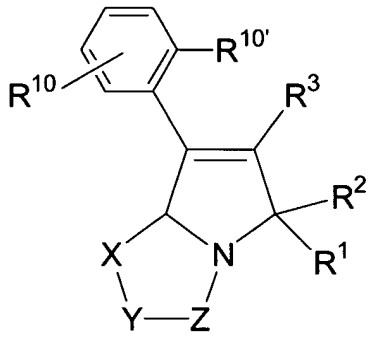
~~R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~

~~R^d and $R^{d'}$ are independently selected from: $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy and $NR^b{}_2$, or~~

~~R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and~~

~~R^e is selected from: H and $(C_1$-$C_6)$alkyl~~.

3. (Currently amended) The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

X is ~~selected from~~ $-CH_2-$ ~~and $-CH_2CH_2-$~~;

Y is ~~selected from: O, $N(R^e)$, S, $CH(R^8)$ and $N(R^e)CH(R^8)$~~;

Z is ~~selected from:~~ $-C(=O)-$, ~~$-C(=S)-$, $-SO_2-$ and $-C(R^8)(R^9)-$~~;

R^1 is selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^3 are independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

~~R^8 and R^9 is independently selected from:~~

~~1) H,~~
~~2) $(C=O)_aO_bC_1$-C_{10} alkyl,~~
~~3) CO_2H,~~
~~4) halo,~~
~~5) OH,~~
~~6) $O_a(C=O)_bNR^{12}R^{13}$, and~~
~~7) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

~~said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};~~

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,

3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl,$(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl; ~~or~~

~~R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~

~~R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or~~

~~R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and~~
~~R^e is selected from: H and $(C_1\text{-}C_6)$alkyl~~.

4. (Currently amended) The compound according to Claim 3 of the Formula III, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

X is ~~selected from~~ $-CH_2-$ ~~and $-CH_2CH_2-$~~;

Y is ~~selected from: O, $N(R^e)$, $CH(R^8)$ and $N(R^e)CH(R^8)$~~;

Z is ~~selected from:~~ $-C(=O)-$ ~~and $-SO_2-$~~;

R^1 is selected from:

1) aryl, and
2) heteroaryl,

said aryl and heteroaryl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^3 are independently selected from:

1) H, and
2) C_1-C_{10} alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10}; and

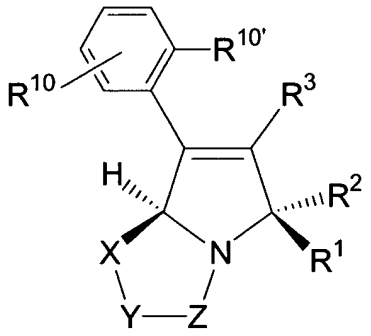
~~R^8 and R^9 is independently selected from:~~

~~1) H,~~
~~2) C_1-C_{10} alkyl,~~
~~3) OH,~~
~~4) $NR^{12}R^{13}$, and~~
~~5) C_3-C_8 cycloalkyl,~~

~~said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};~~

X, Y, Z, R^{10}, $R^{10'}$, R^{11}, R^{12}, R^{13}, R^a, R^b, R^c and $R^{c'}$ are as described in Claim 3.

5. (Currently amended) The compound according to Claim 4 of the Formula IV,



IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

X is ~~selected from~~ -CH_2- ~~and CH_2CH_2~~;

Y is ~~selected from:~~ O ~~, $N(R^e)$, S, $CH(R^8)$ and $N(R^e)CH(R^8)$~~;

Z is ~~selected from:~~ -C(=O)- ~~and SO_2~~;

R^1 is selected from:

1) aryl,
2) C_1-C_6 aralkyl,
3) C_3-C_8 cycloalkyl, and
4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 is independently selected from:

1) H,
2) C_1-C_{10} alkyl,
3) aryl,
4) C_2-C_{10} alkenyl,
5) C_2-C_{10} alkynyl,
6) C_1-C_6 perfluoroalkyl,
7) C_1-C_6 aralkyl,
8) C_3-C_8 cycloalkyl, and
9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^3 is H;

~~R^8 is independently selected from:~~

~~1) H,~~
~~2) $(C=O)_aO_bC_1$-C_{10} alkyl,~~
~~3) CO_2H,~~
~~4) halo,~~
~~5) OH,~~

~~6) $O_a(C=O)_bNR^{12}R^{13}$, and~~

~~7) $(C=O)_aO_bC_3$-C_8 cycloalkyl,~~

~~said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11};~~

R^{10} is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^{12}R^{13}$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^{12}R^{13}$,
14) oxo,
15) CHO,
16) $(N=O)R^{12}R^{13}$,
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl, and
18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11};

$R^{10'}$ is halogen;

R^{11} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,

5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H,
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$,
19) $S(O)_2N(R^b)_2$, and
20) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C{=}O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11}, or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

~~R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11};~~

~~R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b{}_2$, or~~

~~R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11}; and~~

~~R^e is selected from: H and $(C_1\text{-}C_6)$alkyl~~.

6. (Currently amended) A compound selected from:

(±)-(5*S*,7a*R* and 5*R*,7a*S*)-7-(2,5-Difluorophenyl)- 5-phenyl-2,7a-dihydro-1*H*-pyrrole[1,2-*c*][1,3]oxazol-3-one;

(±)-(5*S*,7a*S* and 5*R*,7a*R*)-7-(2,5-Difluorophenyl)- 5-phenyl-2,7a-dihydro-1*H*-pyrrole[1,2-*c*][1,3]oxazol-3-one;

~~(±) 7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3H pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (5S,7aR) 7 (2,5 Difluorophenyl) 2 methyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (5S,7aR) 7 (2,5 Difluorophenyl) 2 ethyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (5S,7aR) 7 (2,5 Difluorophenyl) 2 [2 (dimethylamino)ethyl] 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (5S,7aR) 7 (2,5 Difluorophenyl) 2 [2 (diethylamino)ethyl] 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (5S,7aR) 7 (2,5 Difluorophenyl) 2 cyclopropyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrolo[1,2 c]imidazol 3 one;~~

~~(±) (2*S*,5*R* and 2*R*,5*S*) 7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3H pyrrolo[1,2 a]pyrazin 4(1H) one;~~

~~(±) (2*S*,5*S* and 2*R*,5*R*) 7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3H pyrrolo[1,2 a]pyrazin 4(1H) one~~

~~(±) (6*S*,8a*R* and 6*R*,8a*S*) 8 (2,5 Difluorophenyl) 2 methyl 6 phenyl 2,3,6,8a tetrahydropyrrolo[1,2 a]pyrazin 4(1H) one; and~~

~~(±) (6*S*,8a*R* and 6*R*,8a*S*) 8 (2,5 Difluorophenyl) 6 phenyl 1,2,6,8a tetrahydropyrrolo [1,2 a]pyrazin 3(4H) one;~~

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8.-10. Cancelled

11.-20. Previously cancelled

21.-22. Cancelled

23.-31. Previously cancelled

32.-33. Cancelled